

Zin Smati, President and CEO

A senior-level executive with twenty five years of domestic and international experience in the gas and power sectors and a successful track record in retail energy and services, strategic planning, mergers and acquisitions, and structuring of large power/LNG transactions using innovative financing. Experience includes turn-around of businesses, running and managing successful energy companies, business development, negotiations, deregulation, and marketing/ external communications. A fluent French speaker with a well-developed network of executive contacts.

Professional Experience

Suez, Houston Texas

2001 – Present

A \$40 billion energy company

President and CEO, SUEZ Energy Resources NA, Inc. (2002 – Present)

Directs a company that sells electricity and energy services to commercial and industrial customers throughout North America.

- Grown the company from a start up in 2002 to over \$600 Million revenues in less than 18 months.
- Became the fastest growing retail C&I energy company in the US.
- Implemented a new strategy, new processes, new systems and hired over 80 people .

Executive Vice President, SUEZ Energy North America, Inc. (2001-2002)

Led Strategy, Acquisitions and Portfolio Management activities for SUEZ Energy International in North America.

- Refocused the strategy from an IPP company to an integrated energy player.
- Led the initial integration of Trigen into SUEZ Energy North America, Inc.
- Moved SUEZ into the retail energy sector.

BP Amoco, Houston, Texas

1996 - 2000

A \$200 billion energy company.

President and CEO, BP Amoco Global Power Corp. (1998-2000)

Directed all BP's power activities worldwide, including offices in the US, UK, Spain, Turkey, China, India, Singapore and Brazil. Maintained full P&L accountability for this \$700 million NPV business unit.

- Captured and led a \$600 million integrated regasification and power plant facility in Spain to bring LNG gas from Trinidad and pipeline gas from Algeria. IRR was over 25%.
- Entered into a joint venture to build a \$500 million cogeneration facility in Texas and signed a 20 year tolling deal to market and trade both gas and power. IRR was over 25%.
- Negotiated a strategic joint venture with GE to build the world's first commercial power plant using the latest H gas turbine technology.
- Reduced costs by 40% by merging and consolidating three separate business units following the largest industrial merger of 1999 (BP, Amoco and Arco.)

Senior Vice President, Business Development and Marketing, Amoco (1997-1998)

Led and managed a team of 40 professionals engaged in business development.

- Created a new strategic plan and refocused efforts on the United States, Canada and Europe
- Developed a large portfolio of approximately 30 new projects, totaling 10,000 MW.
- Raised \$350 million in non-recourse financing and completed the \$400 million Great Yarmouth project in the UK. IRR was in excess of 40%.
- Initiated strategic alliances and Joint Ventures in the United States, Spain and Brazil.

Vice President, Business Development, Arco (1996-1997)

Started and established the power unit and led business and project developers engaged in integrated fuel and power activities.

- Entered three new countries and developed a portfolio of high return projects.
- Acquired a stake in a \$600 million project in China and won competitive bids in Turkey.

National Power, London, UK

1988-1996

A \$10 billion power company and a leading international power developer.

Manager, Business Development (1991-1996)

Led project and business development activities in Europe, the Middle East and North Africa.

- Managed and structured non-recourse financed projects and negotiated all key contracts.
- Led and managed large project teams including external consultants and advisors.

Manager, Commercial Development (1988-1991)

During the privatization and deregulation of the UK energy industry, led a team of external consultants and in-house professionals that contributed to the creation of the UK pool system. It was the world's first privatization of the electricity industry.

- Created business models to optimize trading into the UK market, which reduced operating costs by \$30 million and optimized short and long-term contract positions.

HCR-Sonatrach, Algiers, Algeria

1986-1988

A \$30 billion energy company and the second largest LNG company in the world.

Manager, Strategic Planning

Developed new market entry strategies, which increased the penetration of Algerian gas into Southern Europe and North Africa.

National Power - CEGB, Southampton, UK

1981-1986

Scientist and Team Leader

After three years as a scientist working in research and technology was promoted to the management of commercial joint technology ventures.

Education

MBA, Henley Management College, UK

1995

Ph.D., Brunel University, London, UK

1985

Master of Science, University of Nottingham, UK

1981

Bachelor of Science, University of Sheffield, UK

1980

Guy M. Braden, Vice President, Supply

Education	The University of Texas Master of Business Administration, Finance, 1994 Graduated with distinction as a Sord Scholar (3.9 GPA)	Austin, TX
	United States Naval Academy B. S. Physics, 1987 Graduated with distinction in top 6% (3.5 GPA)	Annapolis, MD
Experience 8/02 – present	SUEZ ENERGY RESOURCES NA, INC. (SERNA) <i>Vice President, Supply</i> <ul style="list-style-type: none"> • Led the startup of SUEZ Energy North America, Inc.'s retail electricity business as part of core management team – responsible for developing and executing the strategy for growing SUEZ ENERGY RESOURCES NA, INC. from startup to one of the largest, profitable electricity retailers in the US within a 2 year period • Created the blueprint for the SUEZ ENERGY RESOURCES NA, INC. Supply function including scope of responsibility, models employed and methodologies to be used • Recruited and hired all personnel in Supply organization; maintained 100% retention rate since inception through effective leadership • Responsible for the risk management of a \$2 billion portfolio of energy and capacity contracts in 5 states and 4 market areas (ISOs) • Manage the critical functions of pricing, portfolio risk management, delivery operations and supply origination • Developed and implemented comprehensive system for booking individual wholesale and retail transactions and measuring operational and financial performance of entire portfolio 	Houston, TX
3/02 – 8/02	Dynegy Energy Services <i>Sr Director, Commercial & Industrial Operations and Risk Management</i> <ul style="list-style-type: none"> • Responsible for the day to day operations and risk management of all DES commercial and industrial power portfolios as well as the coordination of all back and mid office support functions. Currently manage all DES portfolios (ERCOT, Illinois, NY) totalling approximately \$150mm annual revenue • Developed C&I Risk Management function and integrated with C&I Operations group. Risk Management function serves primarily to optimally source (energy, ancillary services, capacity) C&I load obligations to minimize portfolio risk and maximize retail margins. • Overhauled DES book structure to better measure financial performance of electric commodity business and provide for better financial controls around the retail business • Interface directly with wholesale trading and asset management groups to hedge commodity risk (energy, ancillary service and capacity) • Coordinate all C&I accounting and information systems initiatives and activities • Responsible for all C&I financial and operational controls including stewardship of C&I P/L • Manage day-to-day retail operations including enrollments, EDI transactions, resolution of issues with UDC/ISOs, load forecasting and scheduling • Provide guidance to the C&I Market Development group as they assess new products and regions to ensure that details around operations and risk are not overlooked, including the structure of the wholesale market and its impact of the success of retail endeavors • Highly proficient in development of functional quantitative models and fluent in Dynegy risk management system (Abacus) 	Houston, TX
9/99 – 3/02	Dynegy Marketing and Trade <i>Director, Structured Transactions</i> <ul style="list-style-type: none"> • Managed all of DMT's retail and wholesale power deal analysis and structuring activities • Integrated Illinova Energy Partners' (IEP) electric commodity business into Dynegy's operations • Created the retail pricing model and developed electric commodity products currently marketed by DES • Created and managed the original retail operations group (later transferred to DES) to support acquired IEP transactions and incremental DES transactions • Purchased and implemented use of NDMetrix as primary platform for electric load forecasting 	Houston, TX

Attachment 6 – Managerial and Technical Qualifications

SUEZ Energy Resources NA, Inc.

- Performed detailed valuation and pricing analysis of highly structured transactions involving both generation and load obligations (e.g. outsourcing of NIMO Standard Offer Service, potential acquisitions of Orion, Connectiv and Allegheny, various electric coop outsourcing initiatives)
- Managed group of 8 deal structuring specialists

5/99 – 9/99

DukeSolutions, Inc

Charlotte, NC / Cincinnati, OH

Manager, Structured Transactions

- Managed structuring activities for all energy services and commodity transactions in DSI's Midwest region

6/98 – 5/99

Dynegy Marketing and Trade

Houston, TX

Manager, Strategic Market Development

- Managed market analysis, price forecasting and deal structuring for Dynegy activities in the WSCC and ERCOT
- Managed term power deal flow and worked with customers and Dynegy originators to develop deal structures to optimize both customer needs and Dynegy's risk exposure
- Developed option pricing and generation asset valuation models using both closed-form and Monte Carlo methodologies
- Key role in development of new products (e.g. spark spread options, green power, shaped products, tolling arrangements)
- Expert user of UPLAN-E fundamental power price forecasting model
- Performed valuation analysis of 1,250 MW of SDG&E generation assets acquired by Dynegy in 1998
- Assist in commercial management of Dynegy generation assets in California (e.g. how to bid units into various Cal PX and ISO markets as well as hedging the units in the forward markets)
- Assisted in development of "green power" products to serve retail loads in California
- Performed detailed study of Southwest US power markets including assessment of best generation type (gas fired combined cycle vs. simple cycle combustion turbine)

7/96 – 5/98

Exxon Chemical Americas

Baytown, TX

Sr. Financial Analyst, Polypropylene (PP) Manufacturing

- Coordinated the development of financial, workforce and operating plans for 1.7 Glb / yr PP manufacturing site
- Analyzed costs, operating metrics, prepare and present stewardship reports for site's \$85M / yr operating budget
- Managed PP manufacturing \$2.5M capital budget
- Member of polypropylene leadership team, responsible for implementing business strategy at the manufacturing division
- Participate on steering committee, gather and analyze data for Phillip Townsend polyolefins benchmarking study
- Developed interactive profitability model for highly complex PP grade slate
- Assisted implementation of SAP financial system
- Advise manufacturing manager on all business controls issues and concerns
- Perform material balance on all raw materials, chemicals and catalysts (approx \$400M / yr)

7/94 - 7/96

Exxon Company U.S.A.

Houston, TX

Associate Auditor, Chemicals Staff

- Led and participated in internal audits of Exxon USA and Exxon Chemical manufacturing, distribution, technology, sales and headquarters sites across the U. S.
- Developed audit plans and led audits of various contractors providing construction and general services to Exxon facilities
- Led and participated in investigations of potential conflicts of interest and business ethics violations

5/87 - 5/92

United States Navy

Submarine Officer, USS Bergall SSN667, Norfolk, VA

Qualified Nuclear Engineer Officer

Sonar/Fire Control Officer

- Led 27 sonar and fire control technicians to become the best weapons division in the squadron

Main Propulsion Assistant

- Supervised the operation of the ship's nuclear propulsion plant during normal and casualty conditions and managed complex maintenance on major nuclear propulsion systems

Quality Assurance Officer

- Transformed a marginal QA program into the most effective in the squadron

Nuclear Weapons Security Officer

- Created and implemented a comprehensive nuclear weapons security program evaluated as above average by a Department of Defense inspection team
- Maintained security and accountability of nuclear weapons as a courier during all weapon transfers

ROBERT B. TASK, Vice President and General Counsel**Experience****SUEZ Energy Resources NA, Inc.****9/2002 – Present****Vice President & General Counsel**

Responsible for all legal and regulatory efforts for retail energy provider. Develops all form agreements for products offered in different markets. Negotiates complex energy and any other Company related transactions. Oversees the state licensing process and regulatory compliance efforts. Participates as a member of the Company's senior management team in the development of policy and strategy.

Dynegy Marketing & Trade**4/2001 – 8/2002****Assistant General Counsel**

Served as lead counsel for Dynegy Retail/Commercial, Industrial Sales and Marketing operations. Drafted and negotiated retail master power sales agreements for several customer classes in numerous states reflecting a variety of different products. Participated in retail electric provider registration process with state regulatory authorities and applicable transmission utilities. Responsible for supervision and development of junior attorneys.

Reliant Energy**8/1996 – 4/2001****Senior Counsel**

Provided legal counsel for all long-term electric energy origination transactions by negotiating and drafting agreements for such transactions. Oversaw training, development and provided counsel to junior attorneys who handled day-to-day energy trading matters. Served as counsel for corporate development group in large scale electric generation acquisitions.

Senior Attorney

Negotiated, reviewed and drafted electric energy and natural gas purchase and sale agreements, ISDA and other financial documents associated with trading energy commodities. Provided legal support for the marketing and acquisition activities related to Reliant's unregulated electrical generation assets. Performed regulatory and legislative analysis of State/Federal electricity market restructuring initiatives. Oversaw review process for all bids submitted in response to requests for proposals.

Senior Attorney

Provided legal counsel to two interstate natural gas pipelines. Reviewed and drafted all transportation service agreements. Responsible for development and coordination of company positions relating to State/Federal regulatory and legislative initiatives. Coordinated efforts with outside counsel on litigation matters. Served on Corporate Regulatory Strategy Team.

U.S. Department of Energy**6/1993– 8/1996****Special Assistant to the Deputy Secretary**

Served as principal staff to Secretarial Privatization Working Group. Developed congressional strategy to provide members of Congress opportunities to highlight Department programs. Analyzed emerging markets and initiated private sector recruiting process for international trade missions. Assisted in coordinating and negotiating policy development within the Department and with other agencies of the federal government. Participated in the development and implementation of a communications strategy for the Deputy Secretary.

Special Assistant to the Assistant Secretary for Policy

Served as Chief of Staff assisting in the management of a 200+ person organization devoted to developing U.S. energy policy. Participated in strategic planning effort for the Office of Policy. Served as project manager for joint undertakings between the National Association of State Energy Officials and the Department.

Independent Political Consultant**7/1992 – 6/1993****Kruegar for Senate – Finance Director**

Developed and implemented fundraising program for all major markets in Texas. Projected income flow from major market fundraisers for all budgetary considerations throughout campaign. Raised over \$2.5 million during the course of campaign.

Robert B. Task, Pg. 2**Texas Presidential Inaugural Committee – Finance Inaugural Coordinator**

Facilitated communication from the Presidential Inaugural Committee to the Texas Clinton/Gore Finance Committee. Planned and raised funds for all Texas-specific inaugural events.

Democratic National Committee – Texas Deputy Director

Implemented fundraising program during the 1992 presidential general election cycle for the major markets in the State of Texas. Raised over \$2 million for federal, state and local elections.

Office of the Governor**1/1991 – 6/1992****Deputy General Counsel**

Represented the Governor on legal matters affecting the exercise of executive authority. Assisted in the drafting of legislation, administrative regulations and executive orders to implement actions recommended by the Governor's policy review teams. Maintained responsibilities from previous position.

Associate Counsel for Policy Development

Analyzed legislation and administrative regulations to make recommendations on appropriate gubernatorial response. Reviewed the Governor's policies, positions and programs to ensure their compliance with current law. Developed policy review program and formulated fifteen study teams to identify current socioeconomic problems in the state.

Education

South Texas College of Law

Houston, TX

Doctor of Jurisprudence Degree, 1991

Awarded full tuition Annual Fund Scholarship for 1998-1999

Member Delta Theta Pi Sigma Alpha and South Texas Board of Advocates

University of Texas

Austin, TX

BA, Government, 1988

Concentration in U.S. Politics, minor in Journalism

Elected to academic honor society Pi Sigma Alpha

Special Assignments

2000 – Present

Member, EEI Contracting committee

1998 – Present

Member, WSPP Contract Drafting sub-committee

1995

Member, Secretary of Energy's Latin American Task Force

1992

Member, Oklahoma state negotiating team on Indian tobacco taxation.

1992

Gubernatorial Designee, Oklahoma School Land Commission.

1992

Gubernatorial Designee, Oklahoma Drug and Alcohol Policy Review Board.

1991-1992

Gubernatorial Appointee, Joint Legislative committee to investigate the Developmentally Disabled Services of the Oklahoma Department of Public Services.

1991-1992

Member, Governor's negotiating team on Indian gaming in Oklahoma.

Professional Organizations

Member, State Bar of Texas

Member, Oklahoma Bar Association

JOHN D. BURROWS, VICE PRESIDENT MARKETING

MISSION STATEMENT

Top tier executive in fastest growing retail energy company, founding member and officer of SUEZ Energy Resources NA, Inc., leader of direct marketing and lead generation efforts, responsible for branding and messaging. Results oriented managerial style, extensive product development and commodity structuring skills. Extensive energy experience, regulatory, deregulation, international, services, and branding.

PROFESSIONAL EXPERIENCE

SUEZ Energy Resources NA, Inc.

Houston, TX

Vice President - Marketing

January 2004 - Present

- Responsibility for all Direct Marketing, Lead Generation, Advertising, Tele-marketing, and Brand Development for 6th largest retail energy company in USA. Built industry leading position in marketing electricity.
- Developed and implemented Strategic Marketing Plan. Involved segmentation, pricing strategy, and channel management. Adopted by the company and serves as foundation for companies strategic effort for 2004 – 2007.
- Managed the Product Development process for all retail products. Successfully implemented rapid, and accurate Siebel pricing system, that outperforms competition 5 to 1.
- Lead a staff of Brand managers and Segment managers responsible for execution of marketing plan. Employing both qualitative and quantitative skills to build a team of marketers that manage the process of transforming a commodity product into a valued service.
- Improved companies Close Rate by increasing scale of pricing system, automating products, developing effective communication to describe value proposition to customer.
- Developed state-of-the-art Web-site, using vehicle as solutions center for customers, where they can get information regarding products, markets, and submit requests for quotes.
- Effective launched 3 direct mail campaign, 6 tele-marketing campaigns, designed to increase Sales pipeline, results response rate > 5%, ROI 400%.
- Directly responsible for the successful execution of a \$1.75 MM Marketing budget. Results year-to-date, under budget and exceeding targets.

SUEZ Energy Resources NA, Inc.

Houston, TX

Director – Product Development 2003

August 2002 – December

- Sixth employee hired, brought on to build team of energy experts who's goal was to sign first contract by years end-succeeded.
- Built systems and process for start-up that enabled SUEZ ENERGY RESOURCES NA, INC. to price, analyze load, and display value to customers.
- Managed the Product Development process for all retail products.
- Responsible for SUEZ ENERGY RESOURCES NA, INC. new market entry in 2003. Successfully expanded company product and market footprint.
- Lead market managers responsible for the structuring of customer offers, served as market and subject matter expert.
- Exceeded all goals in both 2002, and 2003

DYNEGY

ENERGY

SERVICES

Houston, TX

Director - Market Development 2002

December 2001 – September

- Successfully managing DES Market Development effort.
- Responsible for the development and execution of DES Market Entry Plan.

- Managing the State, UDC, ISO registration process.
- Operating results oriented Regional Market Teams focusing on Market Entry, Product Design, Margin Analysis, and Risk Management.
- Serve as primary subject matter expert for commodity solutions in Midwest, Northeast, and Mid-Atlantic markets.
- Direct contribution to attainment of \$ 11 million margin in 2002.

ENRON**ENERGY****SERVICES****Houston, TX****Regional Manager - Product Development Northeast
2001****September 2001 – December**

- Successfully managed EES largest, and most successful Product Development teams; New York, New Jersey, and Maryland markets.
- Responsible for the development of products, and commodity solutions for all commercial and industrial customers.
- Developed fixed price, index, and derivative commodity products to meet the needs of small, medium, and large commercial customers.
- Operated success multi-channel sales effort.
- Regularly exceeded goals by producing over \$ 50 million in margin in 2001.
- Actively lead the development of tools and systems that significantly increased Enron's capabilities in penetrating several new markets.
- Proven by significant increases in margin accumulation.

Manager - Market Development: New York and Ohio**Houston, TX****August 2000 – September 2001**

Successfully developed retail generation products for New York and Ohio.

Demonstrated ability to analyze each market and develop a strong value proposition.

Created new customer acquisition scheme (Mass Market) by redesigning pricing, booking and back office functions, resulting in approx. 8,000 commodity agreements with greater than \$30 million in margin.

Facilitated a back-to-back regulated generation transaction with FirstEnergy, resulting in approx. 175 commodity agreements with greater than \$6 million in margin.

Senior Specialist - Commodity Risk Management**Houston, TX****August 1999 – August 2000**

- Served on part of a tactical team to establish Enron's retail operations in Europe.
 - Established EES-Europe Tariff Desk.
 - Actively involved in the creation of forward curves for transmission and distribution costs.
- Key player in the development of EES Europe infrastructure, including pricing models and tariff curves.
- Developed customer specific structured commodity and tariff pricing.

Specialist - Utility Risk Management**Houston, TX****June 1998 –****August 1999**

- Responsible for the development of utility specific transmission and distribution forecasts.
 - Key developer of the mid to offer spreads for all T&D curves.
- Involved in the structuring of several large outsource transactions with commercial customers resulting in greater than \$30 million in margin.

PUBLIC UTILITY COMMISSION of TEXAS**Austin, TX****Economist II - Competitive Analysis, Rates & Tariffs
1998****January 1997 -- June**

Staff Expert witness responsible for developing and presenting positions on competitive issues affecting electric and telecommunications industries.

Successfully prepared and defended several testimonies.

Strong expertise in rate design, cost allocation, unbundling, and load forecasting.

TEXAS WORKFORCE COMMISSION
Labor Market Analyst II -Labor Market Analysis
1996

Austin, TX
March 1996 – December

Primarily responsible for the calculation of the unemployment rate for the State of Texas.
 Performed statistical projections of county employment and unemployment.
 Analyzed economic developments in major metropolitan areas.
 Oversaw the running of several federally funded programs.

Labor Market Analyst I – Labor Market Analysis
TX

Austin,
July 1993 - March
1996

Performed statistical projections of county employment and unemployment.
 Performed extensive programming and statistical analysis of economic data.
 Developed statistical models designed to analyze and disseminate economic data.

EDUCATION

Master of Science – Economics
 Texas A&M University
 Specializing in Statistics and International Economics
 Cum Laude Graduate

December 1992
 College Station, TX

Bachelor of Science – Economics
 University of Texas at Arlington
 Dallas Economists Club
 Distinguished Economics Undergraduate
 Dean's List

July 1991
 Arlington, TX

PUBLICATION

BURROWS, JOHN D. Before the State Office of Administrative Hearings on Behalf of the Public Utility Commission of Texas, APPLICATION OF SOUTHWESTERN PUBLIC SERVICE COMPANY FOR CERTIFICATION OF QUALIFYING FACILITY PURCHASED POWER CONTRACT UNDER SECTION 2.209 OF PURA 1995. PUC Docket 17525.
 Analysis of Load Forecast.

BURROWS, JOHN D. Before the State Office of Administrative Hearings on Behalf of the Public Utility Commission of Texas, APPLICATION OF ENTERGY GULF STATES, INC. FOR APPROVAL OF ITS TRANSITION TO COMPETITION PLAN, AND FOR THE AUTHORITY TO RECONCILE FUEL COSTS, TO SET REVISED FUEL FACTOR. PUC Docket 16705.
 Designed and implemented statistical sample to gauge the condition of the Applicants distribution system.
 Successfully defended sample technique, and results before Administrative Law Judge.

BURROWS, JOHN D. "The Unemployment Situation" Texas Labor Market Review, Oct. 1996.

COMPUTER SKILLS

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- | | | |
|--------------------------|--------|--------------|
| – Extensive Excel and VB | – Word | – Access |
| – SAS, TSP, SPSS | – HTML | – Windows NT |

AWARDS AND ACTIVITIES

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|--|------------------------|----------------------|
| – EES Power Player | – EES Pinnacle Award | – EES Nevis Attendee |
| – President NABE 1991 | – Sigma Chi Fraternity | – Star Award (PUC) |
| – President Omicron Delta Epsilon 1991 | | |

Cecilia T. Heilmann, Vice President, Controller**SUMMARY**

Financial management executive with background in finance, strategic planning, budgeting, and accounting. Detail-oriented leader with strong analytical and problem solving skills. Twelve years of experience working with a fast-paced, growing public energy company. Robust interpersonal and team building skills. Expertise includes:

- Strategic planning and liquidity forecasting
- Public company financial reporting and internal audit
- Merger integrations and cost-cutting restructurings
- Capital allocation
- Merchant energy accounting and credit
- Sarbanes-Oxley

PROFESSIONAL EXPERIENCE

SUEZ Energy Resources NA, Inc., Houston Texas

2004-present

Vice President – Controller

Direct and coordinate the financial reporting, credit, budgeting and planning functions.

El Paso Corporation, Houston, Texas

1992-2004

Vice President - Corporate Planning (2002-2004)

Reported to corporate CFO. Directed and coordinated strategic planning process and preparation of long range plan for billion dollar public company with diverse energy businesses.

- Increased accuracy and timeliness of strategic plan by developing relationships with division executives, improving quality of financial data provided.
- Conducted quarterly meetings with CEO and CFO's, increasing accountability of financial plans.
- Prepared CFO for communications with investors and rating agencies by providing detailed cash flow, capital and balance sheet analysis.
- Introduced a monthly cash flow forecasting model, clarifying critical cash and liquidity gaps.
- Streamlined planning process by reducing number of models required by 50%, decreasing turnaround time and improving quality of end product.
- Increased efficiency of planning group by cross-training analysts and changing processes corporate-wide.
- Provided support to SEC reporting group by coordinating data for several sections of the 10K.
- Reviewed over 35 corporate processes in detail to identify key controls under Sarbanes-Oxley project, meeting tight project deadline.

Controller and Vice President - Merchant Energy Division (1999-2002)

Led merchant energy division's (power, trading and LNG businesses) accounting and financial functions including financial reporting, planning, volume accounting, tax and credit; established accounting and credit procedures and controls.

- Spearheaded multi-division team that researched, and developed guidelines to reconcile inter-company receivables, reducing balance by over \$500 million and identifying critical accounting gap.
- Initiated, designed and implemented executive reporting tools for refining, power and trading businesses, increasing consistency and timeliness of reporting to CEO and CFO,
- Developed response to new SEC reporting requirements merchant energy businesses, increasing transparency and improving disclosure.
- Built cash forecasting processes for trading business, improving cash management and lowering interest expense by \$3 million.
- Fully integrated various departments after 2 large mergers while achieving cost reduction targets (\$3 - \$5 million) without jeopardizing critical processes.
- Led effort to reduce credit exposure by reducing outstanding guarantees from \$10 billion to less than \$2 billion and instituting strict collateral policies and oversight.

- Built accounting group to support growing domestic power business, managed assets requiring audited financial statements grew from 3 to over 30.
- Automated planning process by implementing new system to consolidate data of 40 plus global power assets, reducing turnaround time by 50% and linking errors by 90%.

Director and various other titles - Corporate Planning (1993-1999)

Managed all aspects of corporate planning process; performed project economic evaluations; researched and analyzed financial impact of different strategies and accounting rules; conducted financial analysis for executive management and board of directors.

- Implemented new planning system using Hyperion and redesigned Excel-based models, increasing flexibility and ability to accommodate company's rapid-acquisition mode, company grew from less than \$3 billion to over \$45 billion in assets in five years.
- Developed capital allocation and corporate cost allocation procedures, important controls still used by corporation.
- Led efforts to identify, track and report \$200 - \$300 million of cost synergies.
- Consistently provided management with accurate and timely financial data and analysis, enabling efficient decision making by CEO and CFO.
- Created presentations articulating company's strategy and financial state.

Accountant - Financial Reporting (1992-1993)

Performed various financial reporting duties.

- Analyzed over \$100 million of expense data, ensuring entries were complete and financials accurately stated.

Internship - Corporate Audit (1990)

Performed various operational pipeline and field services audits.

- Identified control gaps that lead to process changes.

EDUCATION AND TRAINING

BBA, Accounting, University Of Texas, El Paso, Texas, 1991

SEC Reporting

Sarbanes-Oxley 404

PROFESSIONAL CERTIFICATION

Certified Public Accountant

PROFESSIONAL AFFILIATIONS

American Institute of Certified Public Accountants

Texas Society of Certified Public Accountants

COMPUTER AND TECHNICAL SKILLS

Hyperion Enterprise (accounting and planning software), Microsoft Windows, Excel, PowerPoint, Word, Internet

LANGUAGES

Fluent in English and Spanish

John Henderson, Vice President of Operations

Experience

SUEZ Energy Resources NA, Inc.

VICE PRESIDENT, OPERATIONS

Houston, TX

2004 - PRESENT

- Responsible for leading and continued development of company mid and back-office operations including customer care, internal business services support, load forecasting and load analytics, transaction data management (utility and ISO EDI and electronic exchange), and information technology development and production support. Also responsible for implementing company total quality management programs and development of new value added services for customers.

Vice President, Marketing

2003 - 2004

- Responsible for development of company's strategic marketing plan identifying value proposition by market and customer segment and resulting target markets for company. Developed and implemented new sales channel strategy. Responsible for company sales lead generation program and for development and implementation of brand and communication plans. Led product development and new market entry implementation initiatives. Also responsible for leading company IT initiatives including development of company web-site, and pricing, marketing and sales force automation tools.

THE NEW POWER COMPANY

MANAGING DIRECTOR, RISK MANAGEMENT

New York, NY/Houston, TX

APRIL 2000 – MAY 2002

- Member of senior executive team pioneering efforts to serve residential and small commercial customers in deregulating gas and power markets. Participated in company IPO in October 2000. Created and led the Retail Risk and Supply Management Operations and grew operation to support gas and power delivery to over 800,000 residential and commercial customers throughout 25 markets in 10 states. In less than two established supply operation as one the leading providers of gas and electricity to residential and small commercial customers in the United States with annual revenues exceeding \$350 million.
- Responsibilities included risk and supply management, commodity product development, pricing and structuring retail and wholesale risks, valuing, integrating and developing risk strategy for the acquisition of customer books of business, development of risk and supply technology infrastructure, communicating risk and supply strategy and market outlooks to company's CEO and Board of Directors.

ENRON CORP.

VICE PRESIDENT, SUPPLY MANAGEMENT

Houston, TX

1996 -APRIL 2000

- Responsible for development and implementation of Enron's management infrastructure for national retail electric power and gas business. Led product development for retail commodity products. Responsible for structuring and pricing risks and constructing portfolio hedging strategies for the retail portfolio.

Director, European Gas and Power Trading

1994-1996

- Set up Enron's European trading business and established Enron as one of the leading European traders of wholesale gas and power. Traded 20 million Kwhrs of power in the UK and Scandinavian power markets. Structured hedges and priced risk management solutions for industrial and commercial customers.

Manager, Natural Gas Structuring Desk

1993-1994

- Led team that structured risk management solutions for industrial and commercial gas customers. Assisted in numerous large gas contract restructures.

Associate, Enron Associate Program

1992-1993

- Completed rotations through risk management and gas marketing prior to promotion to manager, and permanent assignment to risk management.

BLOOMBERG FINANCIAL MARKETS

CONSULTANT TO SENIOR PARTNER RESPONSIBLE FOR PRODUCT DEVELOPMENT

New York, NY

1990

- Planned and implemented fixed income security software and databases to position company in a new market. Analyzed software needs of company and assisted negotiation and purchase of software and hardware.

DREXEL BURNHAM LAMBERT

ASSOCIATE, FIXED INCOME RESEARCH DEPARTMENT

New York, NY

1986 - 1990

- Analyzed and valued fixed income and mortgage-backed securities for company's sales force, trading desks and clients. Developed software and analytics to model and measure mortgage prepayments and value the

embedded options in mortgage securities. Authored/co-authored investment research articles and weekly publication on fixed income security market values and investment strategies. Marketed investment research and made presentations to mutual funds, insurance companies, commercial banks and savings and loans.

Education

STANFORD GRADUATE SCHOOL OF BUSINESS
Master of Business Administration

Palo Alto, CA
1990-1992

RICE UNIVERSITY
Bachelor of Science in Electrical Engineering with Double Major in Economics

Houston, TX
1982-1986

- Graduated summa cum laude, Phi Beta Kappa, Eta Kappa Nu, Tau Beta Pi, and Omicron Delta Epsilon honor societies

CRAIG SUTTER, Vice President of Sales**SUMMARY**

Fourteen years of sales and general management experience in the retail energy sector, marketing a broad array of products and services with a consistent record of delivering superior results.

PROFESSIONAL EXPERIENCES**SUEZ Energy Resources NA, Inc., Houston, TX****2005 – Present**Vice President, Sales

- Profit & Loss (P&L) responsibility for a team of 50+ sales people and all indirect sales channels for commercial and industrial energy users.

Sempra Energy Solutions, Houston, TX**2002 - 2005**Vice President, Industrial Sales

- Full P&L responsibility for a team charged with marketing Sempra Energy Solutions full array of services to large industrial and commercial customers. Our product mix ranges from straightforward commodity transactions, to full design, build, own, operate and maintain cogeneration projects of sizes up to 100 MW. During the past two years, have completely re-tooled the team personnel, marketing approach and product mix.

CMS Marketing, Services & Trading, Co., Houston, TX**2002 - 2002**Vice President, Integrated Energy Services

- Hired to create and lead a new commercial initiative consisting of ten individuals and targeting large C&I companies with a product mix that leveraged supply-side and demand-side operating platforms. Full accountability for business plan development, prosecution and P&L results. CMS closed this business due largely to a “wash trading” scandal that was revealed approximately two months after my arrival at the company.

Enron Corporation, Houston, Texas**1992 - 2002**Vice President, Enron Energy Services (2000 – 2002)

- Last major assignment was leading a team of approximately 25 product marketing and sales people in a re-engineering initiative called “Fast Track”. Our objective was to broaden our market, reduce cycle time, and generate significant earnings. Our Energy Portfolio Management approach established a standard set of systems, processes, products and tools designed to capture and serve C&I customers with a moderate to large sized energy budget. Within six months of our April market launch, we generated \$15 million in margin and built an extensive pipeline.
- During all of 2000 and part of 2001, sold long-term, energy outsourcing agreements that involved some or all of the following components; physical supply of electricity and natural gas, financial derivatives, energy asset replacement with associated funding, energy asset operations and maintenance and energy program administration. Closed transactions generating greater than \$1.5 billion in total revenues and total margin exceeding \$20 million, representing 150% of my plan for the period.

Director (1994 – 2000)

- From 1998 through 1999, I carried out the same function as immediately above, but with a smaller target plan. Closed transactions that generated total revenues exceeding \$1.0 billion and total margin exceeding \$10 million, representing approximately 150% of my plan for the period.
- From the inception of EES in mid- 1996 through calendar 1997, led a team of twelve Originators pursuing business in a fourteen-state region. Starting from scratch, our region produced the second highest return in the company. Our results included EES' first sizeable transaction; a national gas contract that included all of PepsiCo's operating companies.
- From early 1995 until the creation of EES, I directed a national account gas sales group consisting of 23 people that was part of Enron Capital and Trade Resources. The group created results that exceeded expectations including transactions with a number of high profile companies such as TGI Fridays, Darden Restaurants and Emerson Electric.

Manager (1992 – 1994)

- Closed long-term national account sales for the provision of natural gas services with companies such as Sears and Maytag and managed existing relationships with International Paper and a number of GE divisions including Motors, Appliances and Power Systems. Successfully extended the breadth, term and value of said relationships.

Access Energy Corporation, Dublin, Ohio

1991 - 1992

Sales Associate

- Sold natural gas to customers in Pennsylvania and Ohio where I had a great learning experience that yielded modest results. Access Energy was acquired by Enron in November 1992.

Allstate Insurance Company, Eden Prairie, Minnesota

1986 - 1991

Senior Claim Representative

- Series of roles that began with an entry-level generalist position and quickly graduated to a position where I negotiated tort liability claims with plaintiff's attorneys and managed all of the region's arbitration proceedings. Promoted three times in five years and developed excellent negotiating skills.

EDUCATION

BA in Business / Marketing

1986

Wartburg College, Waverly, Iowa